

THIS INSTRUMENT WAS PREPARED BY:

Patrick J. Perry
Sirote & Permutt, P.C.
2311 Highland Avenue South
Birmingham, AL 35205

STATE OF ALABAMA)

COUNTY OF SHELBY)

**CERTIFICATE OF FORMATION
OF
BEYOND MEDICINE IN STILLWATERS FOUNDATION**

I, the undersigned incorporator, do hereby form a corporation under the Alabama Nonprofit Corporation Law, and do declare:

**ARTICLE I
NAME**

The name of the Corporation shall be Beyond Medicine in Stillwaters Foundation.

**ARTICLE II
TYPE OF ENTITY**

This Corporation shall be a nonprofit corporation under the Alabama Nonprofit Corporation Law.

**ARTICLE III
PURPOSES**

Section 1. Purposes. The purposes for which the Corporation is organized are:

(a) To (a) Provide physical therapy services to the indigent; (b) Educate the community about physical therapy and other holistic medical services; and (c) Engage in any lawful activity. The Corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under § 501(c)(3) of the Internal Revenue Code as it now exists or as it may hereafter be amended ("Code") and the Treasury Regulations as they now exist or may hereafter be amended (the "Regulations");

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Code and Regulations.

Section 2. Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or



distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to officers and Directors.

Section 3. Exempt Purposes Only. Notwithstanding any other provision of this Certificate of Formation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under § 501(c)(3) of the Code and its Regulations, or by an organization to which contributions are deductible under § 170(c)(2) of the Code and Regulations.

Section 4. Dissolution. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article V.

ARTICLE IV POWERS

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

(a) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(b) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of § 501 of the Code and Regulations.

(e) The Corporation shall have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under § 501(c)(3) of the Code and its Regulations, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(f) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation

and condition that, notwithstanding any other provisions of this Certificate of Formation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under § 501(c)(3) of the Code and its Regulations and by an organization to which contributions are deductible under § 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE V DURATION

The duration of this Corporation shall be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of § 501(c)(3) of the Code and its Regulations.

ARTICLE VI MEMBERS

The Corporation shall have no members.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
LeAnne Church	304 Bradberry Lane Birmingham, Alabama 35242
Jon Paul Church	304 Bradberry Lane Birmingham, Alabama 35242
Kevin Couch	304 Bradberry Lane Birmingham, Alabama 35242

ARTICLE VIII DIRECTORS

Section 1. Powers. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Certificate of Formation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation shall never be less than three (3) and shall be elected for such term and in such manner as the Bylaws shall prescribe. Any member of the Board of Directors may be removed at any time and without assigning any cause therefor, by the affirmative vote of a majority of the members, if any, or by the affirmative vote of a majority of the remaining Directors, as provided in the Bylaws, and written notification of such removal to such Director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.

Section 2. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting

if, prior to such action, a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. Any such written consent shall have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such committee.

Section 3. Amendment of Bylaws. In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation.

Section 4. Additional Powers. The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE IX INCORPORATOR

The name of the Incorporator is Howard W. Neiswender and the address of the Incorporator is 2311 Highland Avenue South, Birmingham, Alabama 35205.

ARTICLE X REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation, which shall also constitute its principal office, is 304 Bradberry Lane, Birmingham, Alabama 35242. The initial registered agent of the Corporation at such address shall be LeAnne Church.

ARTICLE XI RIGHT TO AMEND PROVISIONS IN CERTIFICATE OF FORMATION

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in this Certificate of Formation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Nonprofit Corporation Law; provided, however, that the sole power to amend this Certificate of Formation shall rest in the Board of Directors.

THE UNDERSIGNED, being the sole Incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Nonprofit Corporation Law, has executed the foregoing Certificate of Formation on this 4th day of November, 2019.



Howard W. Neiswender

(INCORPORATOR)


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Shelby Cnty Judge of Probate, AL
11/05/2019 10:59:12 AM FILED/CERT

John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Beyond Medicine in Stillwaters Foundation

This name reservation is for the exclusive use of Sirote & Permutt PC, 2311 Highland Avenue South, Birmingham, AL 35205 for a period of one year beginning November 04, 2019 and expiring November 04, 2020



RES860682

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

November 04, 2019

Date

J. H. Merrill

John H. Merrill

Secretary of State



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